

STIPULATION OF DISMISSAL WITH PREJUDICE

Plaintiff Hollywood Casino Corporation ("Hollywood"), Defendants Harold C. Simmons, both individually and as Trustee of the Combined Master Retirement Trust, Contran Corporation, Jack E. Pratt, and William D. Pratt (collectively "Defendants"), and Valhi, Inc. ("Valhi") by and through their attorneys of record, hereby file this Stipulation of Dismissal With Prejudice, as follows pursuant to Rule 41(a)(2) of the Federal Rules of Civil Procedure:

- 1. Hollywood filed this lawsuit on or about February 15, 2002, against Defendants, and Valhi. On or about April 9, 2002, Hollywood filed its First Amended Complaint. The Court dismissed Valhi from the lawsuit.
- 2. On August 7, 2002, Hollywood announced that it had entered into an agreement with Penn National Gaming, Inc. ("Penn"), in which Penn agreed to purchase all of the outstanding shares of Hollywood subject to certain conditions (the "Transaction"). In connection with the Transaction, Hollywood, Defendants and Valhi (collectively "the Parties") agreed to

stay all activities in this lawsuit and grant general releases in favor of one another, such releases being conditioned upon and effective at the closing of the Transaction.

- 3. On or about October 25, 2002, Hollywood and Defendants filed their Agreed Motion to Stay Action Pending Sale, which this Court granted on or about October 31, 2002. In their Motion to Stay, Hollywood and Defendants requested that the Court stay the proceedings until thirty days following the closing of the Transaction, with the agreement that, when the Transaction closed, the releases would become effective and the claims set forth in the First Amended Complaint would be finally resolved.
 - 4. The Transaction between Hollywood and Penn has now closed.
- 5. Accordingly, the Parties now request that the Court dismiss with prejudice this action and all claims and counterclaims that were, or could have been, asserted herein.
 - 6. The Parties further request that any costs be charged to the party incurring same.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the Defendants' counsel, via certified mail, return receipt requested, on this 134 day of March, 2003:

Kristi Motley